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*Attorneys for Defendants SMART Technologies Inc.,
 David A. Martin, Nancy L. Knowlton, G.A. Fitch,
 Salim Nathoo, Arvind Sodhani, and Apax Partners*

UNITED STATES DISTRICT COURT
 NORTHERN DISTRICT OF CALIFORNIA
 OAKLAND DIVISION

THOMAS E. HARPER and DIANE KEENE,
 Individually and On Behalf of All Others
 Similarly Situated,

Plaintiffs,

vs.

SMART TECHNOLOGIES INC., DAVID A.
 MARTIN, NANCY L. KNOWLTON, G.A.
 FITCH, SALIM NATHOO, ARVIND
 SODHANI, INTEL CORPORATION, APAX
 PARTNERS, MORGAN STANLEY & CO.
 INC., DEUTSCHE BANK AG, and RBC
 DOMINION SECURITIES INC,

Defendants.

) Case No. 11 CV 5232 (SBA)

) Assigned to: Hon. Sandra Brown Armstrong

) **DECLARATION OF ANDREW W. STERN**
) **IN SUPPORT OF DEFENDANTS'**
) **ADMINISTRATIVE MOTION**

1 I, Andrew W. Stern, declare as follows:

2 1. I am a member of the law firm of Sidley Austin LLP, counsel for Defendants
3 SMART Technologies Inc. ("SMART"), Apax Partners, David A. Martin, Nancy L. Knowlton, G.A.
4 Fitch, Salim Nathoo and Arvind Sodhani. I have personal knowledge of all facts in this declaration
5 and would, if called upon to do so, testify competently thereto.

6 2. I make this declaration in support of Defendants' Administrative Motion.

7 3. On March 13, 2012, Plaintiffs filed with this Court a Statement of Recent Decision in
8 Further Support of Motion To Remand (*See* Docket No. 35).

9 4. On April 3, 2012, Defendants informed Plaintiffs that they intended to file a motion
10 with the Court requesting permission to file a response to Plaintiffs' filing. Defendants requested
11 that Plaintiffs consent to the Motion. Plaintiffs did not consent. Attached hereto as Exhibit A is a
12 true and correct copy of Defendants' proposed Response to Plaintiffs' Statement of Recent Decision.

13 5. Additionally, on April 3, 2012, Judge Katherine B. Forrest, who is presiding over
14 *McKenna v. SMART Technologies Inc.*, 11 Civ. 7673, in the Southern District of New York, issued a
15 decision on Defendants' joint motion to dismiss the complaint in that action. Judge Forrest granted
16 in part and denied in part the motion. Attached hereto as Exhibit B is a true and correct copy of
17 Judge Forrest's April 3, 2012 decision.

18
19 I declare under penalty of perjury under the laws of the United States of America that the
20 foregoing statements are true and correct.

21 Executed this 3rd day of April, 2012, at New York, New York.

22
23 _____
24 /s/ Andrew W. Stern
25 Andrew W. Stern
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